

Privacy Act Statement. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, dissemination report, copy of political propaganda or other document or information filed with the Attorney General under this act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, D.C. One copy is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of such documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. Finally, the Attorney General transmits an annual report to the Congress on the Administration of the Act which lists the names of all agents and the nature, sources and content of the political propaganda disseminated or distributed by them. This report is available to the public.

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Criminal Division, U.S. Department of Justice, Washington, D.C. 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, D.C. 20503.

*Furnish this exhibit for EACH foreign principal listed in an initial statement
and for EACH additional foreign principal acquired subsequently.*

1. Name and address of registrant Sidley & Austin, 1722 Eye Street., N.W., Washington, DC 20006	2. Registration No. 3731
3. Name of foreign principal The Manufacturers Life Insurance Company	4. Principal address of foreign principal 200 Bloor Street, East Toronto, Ontario, Canada M4W 1E5

5. Indicate whether your foreign principal is one of the following type:

☐ Foreign government

☐ Foreign political party

☒ Foreign or ☐ domestic organization: If either, check one of the following:

☐ Partnership

☐ Committee

☒ Corporation

☐ Voluntary group

☐ Association

☐ Other (specify) _____

☐ Individual—State his nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant.

N/A

b) Name and title of official with whom registrant deals.

7. If the foreign principal is a foreign political party, state:

a) Principal address

N/A

b) Name and title of official with whom registrant deals.

c) Principal aim

8. If the foreign principal is not a foreign government or a foreign political party,

a) State the nature of the business or activity of this foreign principal

Insurance

b) Is this foreign principal

Owned by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Directed by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Controlled by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Financed by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Subsidized in whole by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

Subsidized in part by a foreign government, foreign political party, or other foreign principal Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page may be used.)

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

The Manufacturers Life Insurance Company is a mutual life insurance company, owned by its participating policy holders.

Date of Exhibit A

3/10/92

Name and Title

Joseph B. Tompkins, Jr.

Partner - D.C. Office

Signature

Joseph B. Tompkins, Jr.

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in triplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

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Name of Registrant	Name of Foreign Principal
Sidley & Austin	The Manufacturers Life Insurance Company

Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach three copies of the contract to this exhibit.
- ☐ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach three copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☒ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

The registrant has been retained to assist the foreign principal in a broad range of legal matters in the United States, including legal representation and tax advice in connection with the purchase, leasing and operation of commercial real estate in the United States and with respect to actual or proposed actions by the U.S. government affecting foreign insurers doing business in the United States. The agreement is of indefinite duration. Fees will be based on the hourly rates of the lawyers involved for actual time expended. Out-of-pocket expenses will be reimbursed.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.

The agreement will be carried out by legal research, the preparation of legal memoranda and supporting documents and participation in conferences and negotiations.

5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

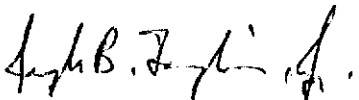
The registrant will render legal advice to the foreign principal and represent it in commercial negotiations. The registrant may participate in conferences with U.S. government officials on behalf of the foreign principal.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?

Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

The registrant may represent the foreign principal in meetings with members of Congress and Treasury Department officials, and their respective staffs, to present the views of the foreign principal regarding the application and possible amendment of the provisions of the Internal Revenue Code governing the taxation of foreign insurance companies, particularly section 842(b) of the Code (dealing with the taxation of net investment income). At such meetings, the registrant may support the legal position of the foreign principal orally and with legal memoranda and factual documents.

Date of Exhibit B	Name and Title	Signature
3/10/92	Joseph B. Tompkins, Jr. Partner - D.C. office	

*Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.